

AKIN GUMP STRAUSS HAUER & FELD LLP

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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
-----X

**THIRTY-SECOND MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF MAY 1, 2021 THROUGH MAY 31, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	May 1, 2021 through May 31, 2021
Monthly Fees Incurred:	\$285,583.00
20% Holdback:	\$57,116.60
Total Compensation Less 20% Holdback:	\$228,466.40
Monthly Expenses Incurred:	\$628,112.62
Total Fees and Expenses Requested:	\$856,579.02

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Thirty-Second Monthly Fee Statement”) covering the period from May 1, 2021 through and including May 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Thirty-Second Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

² The total amount sought for fees and expenses (\$913,695.62) reflects voluntary reductions for the Compensation Period of \$25,241.50 in fees and \$1,910.26 in expenses.

compensation in the amount of \$228,466.40 (80% of \$285,583.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$628,112.62³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes: (i) \$90,383.50 of expenses relating to the payment of professional fees and expenses incurred by H5, Akin Gump's document management and e-discovery provider; and (ii) \$533,468.50 of expenses relating to the retention and compensation of expert witnesses retained by the Creditors' Committee in connection with certain litigation.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Thirty-Second Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Thirty-Second Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **August 4, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Thirty-Second Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Thirty-Second Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Thirty-Second Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
July 20, 2021

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,265.00	23.60	29,854.00
Ira Dizengoff	Financial Restructuring	1993	1655.00	1.50	2,482.50
Dean Chapman	Litigation	2009	1,265.00	28.60	36,179.00
David Zensky	Litigation	1988	1,655.00	21.70	35,913.50
Total Partner				75.40	104,429.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
John Kane	Litigation	2016	970.00	42.10	40,837.00
Total Counsel				42.10	40,837.00
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	980.00	11.90	11,662.00
Joseph Szydlo	Financial Restructuring	2019	810.00	19.10	15,471.00
Patrick Glackin	Litigation	2019	770.00	12.30	9,471.00
Jeff Latov	Litigation	2017	940.00	10.60	9,964.00
Sean Nolan	Litigation	2018	855.00	15.40	13,167.00
Russell Collins	Staff Attorney	1998	500.00	156.50	78,250.00
Total Associates				225.80	137,985.00
PARALEGALS & LEGAL ASSISTANTS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Dagmara Krasa- Berstell	Financial Restructuring	N/A	440.00	5.30	2,332.00
Total Legal Assistants				5.30	2,332.00
Total Hours / Fees Requested				348.60	285,583.00

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,236.31	117.50	145,266.00
Associates	611.09	225.80	137,985.00
Paralegals/Non-Legal Staff	440.00	5.30	2,332.00
Blended Timekeeper Rate	819.23		
Total Fees Incurred		348.60	285,583.00

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
2	General Case Administration	4.20	2,366.00
3	Akin Gump Fee Application/Monthly Billing Reports	7.80	7,789.00
4	Analysis of Other Professionals Fee Applications/Reports	1.80	1,199.00
6	Retention of Professionals	1.90	2,289.50
7	Creditor Committee Matters/Meetings (including 341 meetings)	0.20	196.00
8	Hearings and Court Matters/Court Preparation	13.50	12,733.50
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	9.10	11,511.50
12	General Claims Analysis/Claims Objection	0.40	506.00
15	Secured Creditors Issues/Communications/Meetings	3.30	3,047.00
16	Automatic Stay Issues	4.80	3,888.00
20	Jointly Asserted Causes of Action	282.70	217,913.50
23	Asset Disposition/363 Asset Sales	18.90	22,144.00
TOTAL:		348.60	285,583.00

Exhibit C

Itemized Fees

Akin Gump

Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1943942
Invoice Date 07/16/21
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

	<u>HOURS</u>	<u>VALUE</u>
002 Case Administration	4.20	\$2,366.00
003 Akin Gump Fee Application/Monthly Billing Reports	7.80	\$7,789.00
004 Analysis of Other Professionals Fee Applications/Reports	1.80	\$1,199.00
006 Retention of Professionals	1.90	\$2,289.50
007 Creditors Committee Matters/Meetings (including 341 Meetings)	0.20	\$196.00
008 Hearings and Court Matters/Court Preparation	13.50	\$12,733.50
010 DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	9.10	\$11,511.50
012 General Claims Analysis/Claims Objections	0.40	\$506.00
015 Secured Creditors Issues/Communications/Meetings	3.30	\$3,047.00
016 Automatic Stay Issues	4.80	\$3,888.00
020 Jointly Asserted Causes of Action	282.70	\$217,913.50
023 Asset Dispositions/363 Asset Sales	18.90	\$22,144.00
TOTAL	348.60	\$285,583.00

SEARS CREDITORS COMMITTEE
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/05/21	JES	002 Monitor dockets (.1); circulate recently filed pleadings to members of FR and Lit. teams (.1).	0.20
05/06/21	JES	002 Monitor docket (.1); circulate recently filed pleadings to FR team members (.1).	0.20
05/07/21	DK	002 Review and update case calendar.	0.50
05/10/21	DK	002 Review and update case file.	0.50
05/10/21	DK	002 Review and organize pleadings for attorneys.	0.60
05/10/21	JES	002 Monitor docket (.1); send recently filed pleadings to FR team members (.1).	0.20
05/11/21	JES	002 Monitor docket (.1); circulate recently filed pleadings to FR team members (.1).	0.20
05/14/21	DK	002 Review case docket (.2); update case calendar (.3); draft status email to J. Szydlo (.1).	0.60
05/18/21	JES	002 Monitor docket (.1); circulate recently filed pleadings to FR team (.2).	0.30
05/21/21	DK	002 Update case calendar.	0.60
05/24/21	JES	002 Monitor docket (.1); circulate recently filed pleadings to members of FR team (.1); update admin documents (.1).	0.30
05/03/21	JES	003 Review invoice for privileged information.	0.40
05/05/21	ZDL	003 Communications with M3 regarding outstanding fee payments.	0.40
05/09/21	SLB	003 Review Akin invoice for privilege and compliance with UST guidelines (1.2); draft correspondence to J. Szydlo re same (.2).	1.40
05/10/21	ZDL	003 Review fee statement.	0.40
05/11/21	JES	003 Draft correspondence to members of FR team re invoicing issues.	0.40
05/13/21	SLB	003 Correspondence with members of FR team re fee application and related issues.	0.20
05/13/21	ZDL	003 Review invoice for privilege and confidentiality.	1.30
05/14/21	SLB	003 Review Akin fee statement (.2); correspondence with J. Szydlo re same (.2).	0.40
05/14/21	JES	003 Call with B. Kemp re filing fee statement (.1); correspond with S. Brauner re same (.2); review fee statement (.4).	0.70
05/19/21	JES	003 Draft fee statement.	1.00
05/20/21	ZDL	003 Communications with M3 on outstanding invoices.	0.30
05/26/21	ZDL	003 Prepare fee estimate for prior week (.2) correspond with accounting team regarding the same and other billing issues (.2).	0.40
05/28/21	ZDL	003 Review invoice for privilege and confidentiality.	0.50
05/04/21	DK	004 Prepare FTI statement to be efiled (.2); effect the above (.2); prepare documents for service (.1); follow up with Prime Clerk re above (.1); draft status email for attorneys (.1).	0.70
05/05/21	JES	004 Review proposed order re 7th interim fee application (.2); review UCC advisors fee applications in connection with same (.4); draft correspondence to Z. Lanier re same (.2); correspond with Akin accounting re same (.3).	1.10
05/03/21	SLB	006 Review FTI decl. in support of retention.	0.20
05/04/21	SLB	006 Correspondence with UST re FTI retention issue (.2); correspondence with FTI re same (.2); coordinate filing of declaration re same (.2).	0.60
05/13/21	SLB	006 Review objections to preference firm fee modification motion (.5); draft correspondence to UCC re same (.2).	0.70
05/13/21	ZDL	006 Review objections to preference firm fee modification.	0.40
05/24/21	ZDL	007 Emails with UCC regarding upcoming hearing.	0.20
05/12/21	DK	008 Review and update transcripts file.	0.60
05/14/21	ZDL	008 Review J. Szydlo summary of hearing on class action.	0.20
05/21/21	JES	008 Compile pleadings set for hearing on May 25th, 2021 (.4); review same (.4).	0.80

SEARS CREDITORS COMMITTEE
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/24/21	SLB	008 Correspondence with J. Szydlo re upcoming hearing and related logistics.	0.20
05/24/21	JES	008 Prepare materials in advance of hearing (.9); correspond with S. Brauner re same (.2).	1.10
05/25/21	DMZ	008 Review summary of hearing.	0.10
05/25/21	SLB	008 Prepare for (.5) and attend (partial) (3.0) hearing; revise summary re same (.5); send the same to UCC (.1); correspondence with J. Szydlo re same (.1).	4.20
05/25/21	ZDL	008 Review summary of hearing (.2); correspond with J. Szydlo re same (.3).	0.50
05/25/21	JES	008 Prepare for (.4) and attend (3.7) omnibus hearing via zoom; summarize same for committee (.8); correspond with Z. Lanier re same (.3); correspond with S. Brauner re same (.1).	5.30
05/26/21	DK	008 Review and update transcripts file.	0.50
05/03/21	SLB	010 Confer with Designee re financing issues (.3); draft follow-up correspondence to P. Dublin re same (.2).	0.50
05/10/21	DLC	010 Draft memorandum re litigation funding.	0.60
05/11/21	DLC	010 Confer with third parties re litigation financing.	0.30
05/18/21	DLC	010 Review FTI materials re litigation funding.	0.20
05/18/21	SLB	010 Review materials sent from FTI re litigation funding.	0.40
05/19/21	DLC	010 Review FTI materials re litigation financing (.1); correspond with S. Brauner re same (.2).	0.30
05/19/21	SLB	010 Review and comment on litigation funding deck (.3); correspondence with D. Chapman re same (.2).	0.50
05/20/21	DLC	010 Confer with S. Brauner re FTI deck and upcoming discussion.	0.20
05/20/21	SLB	010 Draft correspondence to P. Dublin re litigation funding issues (.2); call with D. Chapman re same (.2); revise deck re same (.4).	0.80
05/21/21	SLB	010 Correspondence with P. Dublin and FTI re financing issues (.4); revise draft slide re same (.5).	0.90
05/24/21	DLC	010 Prepare for (.2) and participate in (.3) call with S. Brauner re litigation funding; draft correspondence to members of litigation team re same (.2).	0.70
05/24/21	SLB	010 Confer with D. Chapman re litigation funding issues (.3); correspondence with FTI re same (.3); revise presentation re same (.3).	0.90
05/25/21	DLC	010 Confer with S. Brauner re litigation financing issues (.2); correspond with potential financing source (.2); analyze open issues in connection with litigation financing (1.2).	1.60
05/25/21	SLB	010 Review revised presentation re funding issues prepared by FTI (.2); confer with D. Chapman re same (.2).	0.40
05/26/21	DLC	010 Comment on revised deck re litigation funding.	0.20
05/30/21	DLC	010 Update litigation budget (.3); draft correspondence to members of lit. team re same (.3).	0.60
05/27/21	SLB	012 Correspondence with Prime Clerk re claimant question.	0.40
05/05/21	ZDL	015 Review 507(b) reply brief.	1.10
05/05/21	JES	015 Review joint brief filed by appellants in 507(b) appeal.	1.10
05/06/21	ZDL	015 Finish review of 507(b) brief.	1.10
05/06/21	JES	016 Review Greene Class Rep. brief ISO of lift stay motion.	0.40
05/14/21	JES	016 Review pleadings re Greene Class lift stay motion in advance of hearing on the same (1.6); attend hearing on same (2.1); summarize same for FR team (.7).	4.40
05/03/21	DMZ	020 Review new cases implicating issues raised in Adv. Proc. (.5); review hot docs (2.1).	2.60
05/03/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	7.30
05/03/21	DLC	020 Review hot documents (4.8); review new case law re issues implicated in Adversary Proceeding (.4); review new D&O insurance brief (.4); compile information re document discovery (.4); correspond with opposing counsel re same (.1).	6.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/03/21	JPk	020 Draft correspondence to B. Walls re privilege logs produced in adversary proceeding (0.4); correspond with P. Glackin re documents produced in adversary proceeding (0.2); update index of mini-chron topics (0.6).	1.20
05/03/21	JAL	020 Review hot docs in connection with Adversary Proceeding.	1.50
05/03/21	SMN	020 Review docket in insurance action involving adversary proceeding defendant (.2); review new cases implicating issues related to motion to dismiss briefing (.9); summarize same for members of the Akin litigation team (.4); call with expert regarding open issues (.2).	1.80
05/03/21	PJG	020 Review correspondence with defendants' counsel re discovery issues (.7); email with J. Kane re privilege logs and document productions (.2).	0.90
05/04/21	DMZ	020 Review hot docs re defendant named in adversary proceeding.	2.50
05/04/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (5.9); draft fact chronology re same (.7); research fact issue re same (.4); draft email to D. Park regarding fact issue (.2); conduct research re same (.3); draft email to D. Zensky re same (.2).	7.70
05/04/21	DLC	020 Review correspondence from Defendant's counsel re document productions.	0.40
05/04/21	JPk	020 Correspond with H5 regarding discovery searches (.4); correspond with members of litigation team re document productions and privilege issues (.3).	0.70
05/04/21	JAL	020 Review discovery documents re prepetition transactions (.2); correspond with members of lit. team re productions and privilege issues (.5); analyze issues re same (1.5).	2.20
05/04/21	SMN	020 Correspond with J. Szydlo re expenses incurred in connection with Adversary Proceeding (.2); review new cases implicating issues in motion to dismiss briefing (.2).	0.40
05/04/21	PJG	020 Correspond with litigation team members re discovery issues.	0.20
05/04/21	JES	020 Correspond with accounting team re Adversary Proceeding expenses (.1); correspond with S. Nolan re same (.2).	0.30
05/05/21	RJC	020 Phone call with D. Chapman regarding fact discovery issue (.5); conduct review of discovery documents in connection with adversary proceeding (5.1); analyze issues re same (3.0).	8.60
05/05/21	DLC	020 Review and respond to correspondence from members of litigation team re discovery and privilege log issues (.7); confer with R. Collins re: discovery issues (.5).	1.20
05/05/21	JPk	020 Review documents produced during adversary proceeding (2.7); correspond with members of litigation team re same (.5); review privilege logs produced during adversary proceeding (1.4); correspond with members of litigation team re same (0.7)	5.30
05/05/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	1.30
05/05/21	PJG	020 Email litigation team members re discovery review and privilege issues (.2); review discovery documents re same (.3).	0.50
05/06/21	RJC	020 Draft correspondence to D. Chapman regarding fact discovery issue (.3); conduct review of discovery documents in connection with adversary proceeding (7.4).	7.70
05/06/21	DLC	020 Review key documents in connection with Adversary Proceeding (3.6); review correspondence from R. Collins re discovery issues (.5).	4.10
05/06/21	JPk	020 Review discovery materials.	2.20
05/06/21	JAL	020 Review documents and communications re prepetition transaction issue.	2.00
05/06/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.10
05/06/21	PJG	020 Draft correspondence to litigation team members re discovery issues (.2); review discovery documents re same (.4).	0.60
05/07/21	RJC	020 Draft email to D. Chapman regarding fact issue (.3); conduct review of discovery documents in connection with adversary proceeding (9.4).	9.70
05/07/21	DLC	020 Review email from R. Collins (.2) respond to same re fact issues (.4); review email from J. Kane re third party discovery (.1) respond to same	0.80

SEARS CREDITORS COMMITTEE
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July 16, 2021

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.1).	
05/07/21	JPk	020 Prepare correspondence to opposing counsel regarding document production and privilege logs.	0.60
05/07/21	PJG	020 Review discovery documents re prepetition transactions	0.70
05/10/21	DMZ	020 Correspond with R. Collins re redacted document productions.	0.30
05/10/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (8.9); correspondence with D. Zensky re redactions to discovery documents (.3).	9.20
05/10/21	JPk	020 Prepare summary of third party productions and documents withheld as privileged.	1.30
05/10/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.40
05/10/21	PJG	020 Draft correspondence to D. Chapman re discovery issues.	0.10
05/11/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	9.50
05/11/21	JPk	020 Review documents produced during adversary proceeding for privilege issues (2.0); review documents produced during adversary proceeding for officers' financial information (3.0).	5.00
05/11/21	PJG	020 Review discovery documents re prepetition transactions.	0.60
05/12/21	DMZ	020 Review hot docs (6.0); review sale hearing transcript in connection with analysis of issue in Adv. Proc. (.5).	6.50
05/12/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.20
05/12/21	DLC	020 Draft memorandum re discovery materials and related items (2.1); confer with opposing counsel re document productions (.1).	2.20
05/12/21	JPk	020 Review discovery materials (2.0); draft correspondence to members of litigation team re same (.3); review documents produced in adversary proceeding (1.2).	3.50
05/12/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.70
05/13/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (4.7); draft analysis regarding fact issue (2.2)	6.90
05/13/21	DLC	020 Review memorandum from Herrick re certain defendants named in adversary proceeding (1.3); review communication from Weil re same (.2).	1.50
05/13/21	JPk	020 Review documents produced in adversary proceeding.	4.10
05/13/21	SMN	020 Review documents to send to experts (.5); send same to experts (.2); review new cases implicating issues in motion to dismiss briefing (.5).	1.20
05/14/21	DMZ	020 Continue review of hot docs.	1.50
05/14/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	5.60
05/14/21	DLC	020 Review and respond to emails with experts (.3); review and respond to email from defendant's counsel re documents (.2); follow-up correspondence with H5 re same (.4).	0.90
05/14/21	JPk	020 Review defendants' document productions.	2.50
05/14/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.40
05/17/21	DMZ	020 Review hot docs re certain defendants named in Adversary Proceeding.	2.20
05/17/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	7.80
05/17/21	JPk	020 Review discovery materials.	3.30
05/17/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	1.10
05/18/21	DMZ	020 Correspond with experts re analysis of expert issues (.1); continue to review hot docs (2.2).	2.30
05/18/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	8.90
05/18/21	DLC	020 Draft correspondence to members of litigation team re key documents re certain defendants named in Adv. Proc. (.3); review email to expert and supporting materials (.6); review email from experts re same (.5).	1.40
05/18/21	JPk	020 Review discovery materials for privilege issues (3.1); review documents	5.10

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July 16, 2021

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/18/21	SMN	020 produced in adversary proceeding (2.0). Review electronic discovery documents re issues related to prepetition transactions (.7); correspond with expert re document discovery issues (.3).	1.00
05/19/21	DMZ	020 Review hot documents re certain defendant (1.4); correspond with expert re same (.1).	1.50
05/19/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	8.40
05/19/21	DLC	020 Confer with defendants re provision of documents (.4); review document production from certain defendant (.3) follow-up correspondence with lit. team members re same (.5).	1.20
05/19/21	JPJ	020 Review discovery materials.	3.20
05/19/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.6); review electronic discovery documents re issues relating to prepetition transactions (1.2).	1.80
05/19/21	PJG	020 Review discovery documents re prepetition transactions.	0.40
05/20/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	8.10
05/20/21	JPJ	020 Prepare internal correspondence regarding discovery.	0.50
05/21/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	7.80
05/22/21	RJC	020 Draft fact chronology memorandum in connection with Adv. Proc.	2.70
05/24/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	7.90
05/24/21	DLC	020 Review emails re expert analysis and follow-up re same (.6); review emails from J. Kane re third party discovery and follow-up re same (.3).	0.90
05/24/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	1.40
05/24/21	PJG	020 Review discovery documents re prepetition transactions.	2.60
05/25/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.80
05/25/21	DLC	020 Review internal analysis re open discovery issues.	0.50
05/25/21	JPJ	020 Review documents produced by officer defendants during adversary proceeding (2.0); prepare internal correspondence re same (1.1).	3.10
05/25/21	SMN	020 Correspond with expert re documents for review (.1); review new cases implicating issues in motion to dismiss briefing (.4).	0.50
05/25/21	PJG	020 Draft email to defendants' counsel re document production issues (.8); review discovery documents re prepetition transactions (2.3); draft correspondence to litigation team members re same (.3).	3.40
05/26/21	DMZ	020 Attend call with expert re ongoing analysis.	2.20
05/26/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (6.8); attend phone call with experts and litigation team (2.2).	9.00
05/26/21	DLC	020 Participate in call with experts (partial).	2.00
05/26/21	SMN	020 Participate in call with members of expert team re updated draft analysis (2.2); review new cases implicating issues in motion to dismiss briefing (.7).	2.90
05/26/21	PJG	020 Review discovery documents re prepetition transactions.	0.40
05/27/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	7.40
05/27/21	DLC	020 Analyze party and non-party document production issues.	0.30
05/27/21	JPJ	020 Correspond with defendant's counsel regarding discovery issues.	0.50
05/27/21	PJG	020 Review documents re prepetition transactions.	0.70
05/28/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	3.30
05/28/21	DLC	020 Analyze open issues re Adv. Proc.	0.20
05/28/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.3); review correspondence from experts re draft analysis (.1).	0.40

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July 16, 2021

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/30/21	DLC	020 Review materials produced by certain defendant named in adv. proc.	0.20
05/30/21	PJG	020 Draft email to financial advisors re defendants' financial holdings (.6); review documents re same (.6).	1.20
05/31/21	JAL	020 Review prepetition docs and communications re deposition issues (4.1); draft summary of same (.8)	4.90
05/05/21	SLB	023 Correspondence with Herrick re MTN investigation (.1); draft correspondence to members of FR team re same (.2).	0.30
05/06/21	SLB	023 Review analysis re MTN investigation (1.0); correspondence with HF re same (.5).	1.50
05/06/21	ZDL	023 Review memo on 2004 investigation conducted by Herrick into MTN auction.	1.90
05/11/21	SLB	023 Review Transform brief re APA issues (.5); correspondence with Weil re same (.4).	0.90
05/11/21	ZDL	023 Review Transform supplemental brief re APA dispute (.9) review transcript from prior hearing on same (.3).	1.20
05/12/21	SLB	023 Participate on call with Weil team and J. Sorkin re Transform's supplemental brief re APA dispute (.3); draft correspondence to members of Akin FR team re same (.5); analyze issues re same (.8).	1.60
05/14/21	SLB	023 Confer with Herrick re MTN investigation.	0.50
05/16/21	SLB	023 Review and analyze Debtors' supplemental brief re APA dispute (1.1); draft joinder to same (1.7).	2.80
05/16/21	ZDL	023 Review Debtors' reply to Transform APA brief.	0.30
05/17/21	SLB	023 Revise UCC joinder re APA dispute (.5); correspondence with Weil re same (.4).	0.90
05/18/21	DK	023 Confer with J. Szydlo re filing of joinder to motion to enforce asset purchase agreement (.1); prepare document to be filed (.2); effect the above (.2); prepare pleading for service (.1); follow up with Prime Clerk re service (.1).	0.70
05/18/21	SLB	023 Finalize joinder re APA dispute (.4); coordinate filing of the same (.1); correspondence with Chambers re same (.1); correspondence with Weil re same (.2); correspondence to UCC re same (.2).	1.00
05/18/21	JES	023 Review Debtors supplemental brief in support of motion to enforce APA (.4); review declaration in support of same (.1); review UCC joinder to same (.1); confer with D. Krasa-Berstell re filing of same (.1).	0.70
05/21/21	ZDL	023 Review revised memo on MTN investigation.	0.50
05/23/21	SLB	023 Correspondence with Herrick team re status of MTN investigation.	0.20
05/28/21	ISD	023 Participate in call with HF and members of FR team re MTNs and investigation (.7); review materials re same (.8).	1.50
05/28/21	SLB	023 Prepare for (.5) and participate on (.7) call with HF and members of FR team re MTN investigation.	1.20
05/28/21	ZDL	023 Call with Herrick and members of FR team on MTN investigation (.7); review memo on same (.5).	1.20
Total Hours			348.60

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
D M ZENSKY	21.70 at	\$1655.00 =	\$35,913.50
I S DIZENGOFF	1.50 at	\$1655.00 =	\$2,482.50
D L CHAPMAN	28.60 at	\$1265.00 =	\$36,179.00
S L BRAUNER	23.60 at	\$1265.00 =	\$29,854.00
J P KANE	42.10 at	\$970.00 =	\$40,837.00
J A LATOV	10.60 at	\$940.00 =	\$9,964.00
Z D LANIER	11.90 at	\$980.00 =	\$11,662.00
S M NOLAN	15.40 at	\$855.00 =	\$13,167.00
P J GLACKIN	12.30 at	\$770.00 =	\$9,471.00

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July 16, 2021

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
J E SZYDLO	19.10	at	\$810.00	=	\$15,471.00
R J COLLINS	156.50	at	\$500.00	=	\$78,250.00
D KRASA-BERSTELL	5.30	at	\$440.00	=	\$2,332.00

Current Fees

\$285,583.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$69.69
Computerized Legal Research - Other	\$350.86
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$438.40
Computerized Legal Research - Westlaw - in contract 30% discount	\$3,364.57
Courier Service/Messenger Service- Off Site	\$37.10
Professional Fees - Legal	\$533,468.50
Professional Fees - Miscellaneous	\$90,383.50

Current Expenses

\$628,112.62

<u>Date</u>		<u>Value</u>
02/10/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13672 DATE: 2/10/2021 For Services Rendered in Sears Adversary Proceeding	\$128,499.00
05/03/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS; Quantity: 1.0	\$69.69
05/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/3/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
05/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
05/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
05/04/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13702 DATE: 5/4/2021 For professional services rendered in connection with adversary proceeding for period ending 04/30/21	\$199,786.00

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	69.69
Computerized Legal Research – Other	350.86
Computerized Legal Research – Courtlink – in contract 50% discount	438.40
Computerized Legal Research – Westlaw – in contract 30% discount	3,364.57
Courier Service/Messenger Service – Off Site	37.10
Prof Fees – Legal	533,468.50
Professional Fees – Miscellaneous	90,383.50
TOTAL:	628,112.62

Exhibit E

Itemized Disbursements

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July 16, 2021

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
J E SZYDLO	19.10	at	\$810.00	=	\$15,471.00
R J COLLINS	156.50	at	\$500.00	=	\$78,250.00
D KRASA-BERSTELL	5.30	at	\$440.00	=	\$2,332.00

Current Fees

\$285,583.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$69.69
Computerized Legal Research - Other	\$350.86
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$438.40
Computerized Legal Research - Westlaw - in contract 30% discount	\$3,364.57
Courier Service/Messenger Service- Off Site	\$37.10
Professional Fees - Legal	\$533,468.50
Professional Fees - Miscellaneous	\$90,383.50

Current Expenses

\$628,112.62

<u>Date</u>		<u>Value</u>
02/10/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13672 DATE: 2/10/2021 For Services Rendered in Sears Adversary Proceeding	\$128,499.00
05/03/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US TREATISES; Employee: LANIER ZACH; Charge Type: DOC ACCESS; Quantity: 1.0	\$69.69
05/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/3/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
05/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
05/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
05/04/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13702 DATE: 5/4/2021 For professional services rendered in connection with adversary proceeding for period ending 04/30/21	\$199,786.00

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05/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/5/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
05/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/5/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
05/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/5/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
05/06/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/6/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
05/06/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/6/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
05/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/10/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
05/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
05/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
05/12/21	Computerized Legal Research - Courtlink - In Contract 50% Discount COURTLINK IN CONTRACT AND OUT OF CONTRACT CHARGES FOR BILLING PERIOD: 12/01/20-12/31/20.	\$53.22
05/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 5/12/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$108.95
05/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/12/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
05/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/12/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
05/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN	\$7.46

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05/12/21	DORIS Date: 5/12/2021 AcctNumber: 1003389479 ConnectTime: 0.0 Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-30385 DATE: 5/12/2021 Data Processing Export Fee, Minimum Processing Fees, Data Hosting, Hosting Project Management	\$77,614.75
05/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/13/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
05/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/13/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
05/17/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 5/17/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$256.69
05/17/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/17/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
05/17/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
05/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/18/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
05/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: CHAPMAN DEAN Date: 5/19/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$193.26
05/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/19/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
05/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/19/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
05/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/19/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
05/19/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-30357 DATE: 5/19/2021	\$12,768.75

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05/20/21	Key Document Identification Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/20/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
05/20/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/20/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
05/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LATOV JEFFREY Date: 5/24/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
05/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 5/24/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
05/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/24/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
05/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
05/25/21	Computerized Legal Research - Courtlink - In Contract 50% Discount COURTLINK IN CONTRACT AND OUT OF CONTRACT CHARGES FOR BILLING PERIOD: 2/1/2021-2/28/2021	\$16.61
05/25/21	Computerized Legal Research - Courtlink - In Contract 50% Discount COURTLINK IN CONTRACT AND OUT OF CONTRACT CHARGES FOR BILLING PERIOD: 3/1/2021-3/31/2021	\$368.57
05/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 5/25/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$385.04
05/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
05/26/21	Professional Fees - Legal VENDOR: ANALYSIS GROUP INC INVOICE#: 1014633 DATE: 5/26/2021 For Professional Services Rendered for the Period Ending April 30th, 2021 as relates to the adversary proceeding.	\$9,978.00
05/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date:	\$22.39

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	5/26/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
05/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/26/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
05/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/26/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
05/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/27/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
05/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 5/27/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
05/28/21	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E221-21 DATE: 5/29/2021 TRACKING #: 1Z02E52E4490724975; SHIP DATE: 05/28/2021; SENDER: David Zensky; NAME: COMPANY: DAVID ZENSKY ADDRESS: 121 OVERLOOK CIRCLE, NEW ROCHELLE, NY 10804 US;	\$37.10
05/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2105 DATE: 5/31/2021	\$15.24
05/31/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2105 DATE: 5/31/2021	\$50.63
05/31/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2105 DATE: 5/31/2021	\$50.63
05/31/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2105 DATE: 5/31/2021	\$63.83
05/31/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2105 DATE: 5/31/2021	\$127.66
05/31/21	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2105 DATE: 5/31/2021	\$42.87

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05/31/21	- Document retrieval in various courts Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 5/31/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16	
05/31/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 5/31/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85	
05/31/21	Professional Fees - Legal VENDOR: PROTIVITI INC. INVOICE#: 13721 DATE: 05/31/2021 For professional services rendered in connection with adversary proceeding for period ending 05/31/21.	\$195,205.50	
	Current Expenses		<hr/> \$628,112.62
	Total Amount of This Invoice		\$913,695.62

Invoice ID: 0500-2664-5746

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In Re: Sears Holding Corp. Bankruptcy - Consulting Support Sears Holdings Corp. et al. v.
Edward Scott Lambert et al.

For the period ending April 30, 2021

Invoice 1014633

Professional Hours

<u>Professional</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
L. Greenbaum	Vice President	7.60 \$	655.00 \$	4,978.00
E. Phillips	Manager	10.00	500.00	5,000.00
Total Professional Hours		17.60	\$	9,978.00

Invoice ID: 0500-2664-5746



Main 1 617 425 8000 Fax 1 617 425 8001 AnalysisGroup.com
111 Huntington Avenue 14th Floor Boston, MA 02199

May 26, 2021

Dean L. Chapman, Jr.
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036

AG Case No.: 33731/34307/34310_12
Invoice No.: 1014633
Taxpayer ID: 04-2727260

Re In Re: Sears Holding Corp. Bankruptcy - Consulting Support Sears Holdings Corp. et al. v. Edward Scott Lambert et al.

Current Billing:

AG Professional Services	\$	9,978.00
Total Due and Payable - Current Billing	\$	<u>9,978.00</u>

Remit To: Analysis Group Inc. 111 Huntington Avenue 14th Floor Boston, MA 02199	Wire Instructions: Citizens Bank Routing / ABA No.: 011500120 Account No.: 1130184460 Swift Code: CTZIUS33 Direct Deposit (EFT or ACH): Routing / ABA No.: 211070175 Account No.: 1130184460
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Invoice Date: 5/12/2021

Invoice Number: INV-30385

Billing Address: Ms. Roxanne Tizraves
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.		4/1/2021	4/30/2021	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Processing Export Fees (GB)	0.2	\$120.00	\$24.00
Minimum Processing Fees	2	\$225.00	\$450.00
Data Hosting (GB)	8,034.1	\$9.00	\$72,306.90
Hosting Project Management (Hours)	11.71	\$185.00	\$2,166.35
User Fees (Users)	29	\$75.00	\$2,175.00
H5 Matter Analytics Indexing (0 - 600 GB)	1.9	\$75.00	\$142.50
Minimum Production Fees	1	\$350.00	\$350.00

Subtotal \$77,614.75

Tax Total \$0.00

Total \$77,614.75

If Payment by Check
H5
PO Box 347549
Pittsburgh, PA 15251-4549
Tax ID#: 94-3339333

If Payment by Wire or ACH
H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express
Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*

Invoice ID: 0500-2656-5034



Invoice Date: 5/19/2021

Invoice Number: INV-30357

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
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Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.	18-23538	4/1/2021	4/30/2021	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Key Document Identification (Hours) <i>Key document identification to identify privileged drafts of Seritage Board materials. Initial work on expert requests regarding 1) business unit forecasting and planning process and 2) market/customer research regarding SYW program.</i>	20.25	\$450.00	\$9,112.50
Data Management (Hours) <i>Load defendant and 3rd party productions to DART to be available for future search requests</i>	16.25	\$225.00	\$3,656.25

This invoice is for search/review services only.
eDiscovery services will be billed separately.

Subtotal \$12,768.75

Tax Total \$0.00

Total \$12,768.75

If Payment by Check
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PO Box 347549
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

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Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*